RECORD OF PROCEEDINGS

Minutes of the Special Meeting of the Board of Directors of Headwaters Metropolitan District May 23, 2016

The Special Meeting of the Board of Directors of the Headwaters Metropolitan District, Town of Granby, Grand County, Colorado, was held at the Ranch Hall at Granby Ranch, 998 Village Road, Town of Granby, Grand County, Colorado, in accordance with State law.

Attendance

The following Directors were present and acting:

- Julie Krueger
- Marylane Packer
- Lance Badger

Also in attendance were:

- George Rowley, Esq. White Bear Ankele Tanaka & Waldron (via phone)
- Eric Weaver, Marchetti & Weaver LLC (via phone)
- Kathy Lewensten, Marchetti & Weaver LLC (via phone)

Call to Order and Declaration of Quorum

The Meeting of the Board of Directors of the Headwaters Metropolitan District (HWMD) was called to order by Director Badger at 10:00 a.m. noting a quorum was present.

Disclosure of Potential Conflicts of

Interest

The Directors reviewed the agenda for the meeting, following which each Director confirmed the contents of any written disclosure previously made, stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Each director also confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The Board noted, for the record, that these disclosures are restated at this time with the intent of fully complying with laws pertaining to potential conflicts. Additionally, the Board determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Consideration of

Agenda

No changes were made to the agenda.

Streetscape/Roadway

Maintenance:

Director Badger noted an invitation to bid on streetscape/roadway maintenance had been published with bids due on May 20. The scope of

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work includes: Scope 1 - maintaining signage, traffic control and landscaping as further described in the agreement between GRC and the District; Scope 2 - ditch and drainage maintenance; and Scope 3 -other additional work as requested. He reported one bid was received from GRA on a fixed fee basis. He recommended awarding the bid to GRA. He requested authorization to proceed with Scope 1 work, and further authorization for work under Scope 2 & 3 to be authorized subject to availability of funds. Upon motion duly made and seconded, it was unanimously

RESOLVED to Award the Bid to Granby Ranch Amenities as described.

Adjournment

Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the meeting of the Headwaters Metropolitan District this 23rd day of May, 2016.

Respectfully submitted, /s/ Kathy Lewensten
Secretary for the Meeting